FORM D

BEST, AVAILABLE COPY

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

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OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.....16.00

SEC US	E ONLY
Prefix	Serial
DATE RE	CEIVED
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UNITORMI LIMITED OFFERING EXEM	PIION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	2 - 1 (P. 14)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE (#1.: 2 * 2004
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer, (check if this is an amendment and name has changed, and indicate change.) Broad Street Software Group, Inc.	
Address of Executive Offices 304 S. Broad St. Edentin NC 27932	Telephone Number (Including Area Code) 252 - 482 - 2407
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Software Newlopment	
Type of Business Organization Corporation	please specify): PROCESSED
Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	NOV 02 2004 BE PINANCIAL
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manuall photocopies of the manually signed copy or bear typed or printed signatures.	ly signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supplied be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for s ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim fo accompany this form. This notice shall be filed in the appropriate states in accordance with state law. this notice and must be completed.	Securities Administrator in each state where sales r the exemption, a fee in the proper amount shall
ATTENTION —	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

filing of a federal notice.

2.	Enter	the info	rmation re	equeste	for the fol	lowin	g:									
	•	Each pro	moter of	the issu	er, if the iss	uer h	as been org	anized w	ithin t	he past f	ive years;					
	•]	Each ben	eficial ow	vner hav	ing the pow	er to v	ote or disp	ose, or dir	rect the	e vote or	dis p osition	of, 10	% or more o	of a clas	s of equity securities of t	he issuer.
	•]	Each exe	cutive off	ficer and	d director of	f corp	orate issue	rs and of	corpor	rate gene	ral and ma	naging	partners of	f partne	rship issuers; and	
	• - 1	Each gen	eral and r	managin	g partner o	f part	nership issu	jers.				j				
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A. BASIC IDENTIFICATION DATA

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2. Enter the information re	-	_				
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			d of corporate general	and managing partners of	of partnership issuers; and	
 Each general and r 	nanaging partner o	f partnership issuers.		ر .		
Check Box(es) that Apply:	Promoter	Beneficial Own	ner Executive	Officer Director	General and/or Managing Partner	
Full Name (Last name first, i	findividual)					
Business or Residence Address 55 Morble	iss Number and	Street, City, State, Zi	th Andows	- MA 01	<i>\$45</i>	
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Full Name (Last name first,	if individual)					
Katz, Lawy	ence	Sec. 20 Sec. 20	- Code)			
Business or Revidence Address Three Seal 1	Holbur Ro		Winthop.	MA 02152	-	
	(Use bla	nk sheet, or copy and	use additional/copies	of this sheet, as necessar	ry)	

Yan arang ang ang ang ang ang ang ang ang ang	A War I	ay santar cara mana sa magama kaya ka	ENTIFICATION DATA	The state of the s	
2. Enter the information re	•	•	rithin the next five war		
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Cach general and h	ianaging partner o	t partitership issuers.			
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Business or Residence Addre	1. / //	street, City, State, Zip Co	MA OZ//D)	
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	(Use bla	nk sheet, or copy and use	additional copies of this s	heet, as necessary	}

Answer also in Appendix, Column 2, if filling under ULOE. Answer also in Appendix, Column 2, if filling under ULOE. What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Henry of the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of searnities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information for that broker or dealer, such as broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All Aga Aga Aga Ca Co CT DE DC FL Ga Hi DD May My						В. П	NFORMAT	ION ABOU	T OFFERI	NG				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	¢.	¢
	Dest	<u>105000</u>	. 780,000
	Equity	2 11 000 00 0	3_200,000
	Convertible Securities (including warrants)	m	•
	Partnership Interests		\$
	Other (Specify)	\$	\$ 750.000
	Total	8-14 070 000	\$ 330,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	s 280 000
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)	0	<u>-</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		·
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	<u>X</u>	s 10,000
	Accounting Fees	,	s 1,000
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)		\$
	Total		\$

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	KOCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s <u>1039,000</u>
i.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		•
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	_	
	Purchase of real estate		\$
	Purchase, rental or leasing and installation of machinery and equipment	\$	\$
	Construction or leasing of plant buildings and facilities		\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$
	Repayment of indebtedness	\$	□\$
	Working capital	(1) X (\$ <u>837,00</u>
	Other (specify):	 \$	<u></u> \$
		\$	\$
	Total Payments Listed (column totals added)	\$ <u>300,000</u>	x 839000
	Total Payments Listed (column totals added)	X (s_/	037,000
	D. FEDERAL SIGNATURE	/ 4	·
ig he	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Fuer (Print or Type)	sion, upon writter	
	Broad Street Soft work of the	10-20-00	{
Va:	me of Signer (Print or Type) Tully Ryon EVP Secretory		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)